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*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i>,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
	:
-----X	

**SIXTEENTH MONTHLY FEE STATEMENT OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR DEBTORS
FOR PERIOD FROM JANUARY 1, 2020 THROUGH JANUARY 31, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365), and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant: Paul, Weiss, Rifkind, Wharton & Garrison LLP

Authorized to Provide Professional Services Debtors and Debtors in Possession
to:

Date of Retention: November 16, 2018, *nunc pro tunc* to
November 15, 2018

Period for which compensation and January 1, 2020 through January 31, 2020
reimbursement is sought:

Monthly Fees Incurred: \$18,624.50

20% Holdback: \$3,724.90

Total Compensation Less 20% Holdback: \$14,899.60

Monthly Expenses Incurred: \$1,531.10

Total Fees and Expenses Due: \$16,430.70

This is a: X monthly interim final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),² Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) hereby submits this sixteenth monthly fee statement (the “Sixteenth Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as counsel to the Debtors, for the period from January 1, 2020 through January 31, 2020 (the “Sixteenth Monthly Fee Period”). By this Sixteenth Monthly Fee Statement, and after taking into account certain voluntary reductions, Paul, Weiss seeks payment in the amount of \$16,430.70, which comprises (i) \$14,899.60 representing eighty percent (80%) of the total amount of compensation sought for actual and

² Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

necessary services rendered during the Sixteenth Monthly Fee Period, subject to certain voluntary reductions, and (ii) reimbursement of \$1,531.10 representing one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

Services Rendered and Expenses Incurred

1. Attached as Exhibit A is a summary of Paul, Weiss's professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with the Chapter 11 Cases during the Sixteenth Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at Paul, Weiss's current billing rates, (iv) amount of fees earned by each Paul, Weiss professional, and (v) the year of bar admission for each attorney. The blended hourly billing rate of Paul, Weiss attorneys during the Sixteenth Monthly Fee Period is approximately \$751.78. The blended hourly rate of staff attorneys, paralegals, and other non-legal staff during the Sixteenth Monthly Fee Period is approximately \$414.42.

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Sixteenth Monthly Fee Period.

3. Attached as Exhibit C is a summary of expenses incurred and reimbursement sought, by expense type, for the Sixteenth Monthly Fee Period.

4. Attached as Exhibit D is itemized time detail of Paul, Weiss professionals for the Sixteenth Monthly Fee Period and summary materials related thereto.

Notice and Objection Procedures

Notice of this Sixteenth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and

Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: 4eorge44ne.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: 4eorge4.morrissey@usdoj.gov); (iv) Paul E. Harner, Ballard Spahr LLP, the independent fee examiner, 1675 Broadway 19th Floor, New York, NY 10019 (email: harnerp@ballardspahr.com); (v) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (vi) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: 4eorge.howard@skadden.com) (collectively, the “Notice Parties”).

Objections to this Sixteenth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **March 16, 2020** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Sixteenth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Sixteenth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of Sixteenth Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: February 28, 2020
New York, New York

/s/ Paul M. Basta
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019
Tel: 212-373-3000
Fax: 212-757-3990
Paul M. Basta
Kelley A. Cornish
Lewis R. Clayton

*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

Exhibit A

Compensation by Professional

**SUMMARY OF MONTHLY FEE STATEMENT OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP FOR
SERVICES RENDERED FOR THE PERIOD
FROM JANUARY 1, 2020 THROUGH JANUARY 31, 2020**

Name of Associates	Department	Year Admitted	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Patricia A. Walsh	Bankruptcy	Not admitted	665.00	7.1	4,721.50
Teresa Lii	Bankruptcy	2014	980.00	4.7	3,479.00
Jonathan Silberstein-Loeb	Litigation	2016	1,020.00	2.1	2,142.00
David Giller	Litigation	2015	1,020.00	0.4	408.00
Total Associates:				14.3	10,750.50

Name of Staff Attorneys, Paralegals and Other Non- Legal Staff	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Joseph Monziona	380	11.2	4,256.00
Alan D. Wilbur	360	2.9	1,044.00
Jennifer Kellner	330	7.8	2,574.00
Total Staff Attorneys, Paralegals and Other Non- Legal Staff:		21.9	7,874.00

PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Associates	751.78	14.3	10,750.50
Staff Attorneys/Paralegals/ Non-Legal Staff	414.42	21.9	7,874.00
Total Fees Incurred		36.2	18,624.50

Exhibit B

Compensation by Task Code

**AGGREGATE TIME SUMMARY BY TASK CODE
FOR THE PERIOD JANUARY 1, 2020 THROUGH JANUARY 31, 2020**

Project Category	Total Hours	Total Fees (\$)
Case Administration	12.7	5,344.00
Conflict Matters: Investigations & Discovery	5.2	3,522.00
Fee/Employment Applications (Paul, Weiss)	14.7	7,357.50
Travel Time	2.3	1,127.00
Court Hearings	1	980.00
Creditor Inquiries	0.3	294.00
TOTAL	36.2	18,624.50

Exhibit C

Expense Summary

**AGGREGATE ITEMIZED DISBURSEMENTS
FOR THE PERIOD JANUARY 1, 2020 THROUGH JANUARY 31, 2020**

Expenses Category	Total Expenses (\$)
Information Retrieval Services	658.34
Duplicating Expenses	285.00
Local Transportation Expenses	587.76
TOTAL	1,531.10

Exhibit D

Time Detail

Client: 022429 Sears Holdings Corporation

Resp Prtnrs: PMB SMB LRC

Proforma: 7494322

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E					----- Input since 01/01/2020 -----		----- Total Unbilled -----			
Emp Id	Employee Name	Off	Dp	Group	Hours	Amount	Oldest	Latest	Hours	Amount
07220	Silberstein-Loeb, Jo	NY	Lit	ASSOCIATE	2.10	2,142.00	01/30/20	01/30/20	2.10	2,142.00
07446	Giller, David	NY	Lit	ASSOCIATE	0.00	0.00	01/30/20	01/30/20	0.40	408.00
07797	Walsh, Patricia A.	NY	Bkcy	ASSOCIATE	7.10	4,721.50	01/03/20	01/30/20	7.10	4,721.50
08075	Lii, Teresa	NY	Bkcy	ASSOCIATE	4.70	3,479.00	01/03/20	01/28/20	4.70	3,479.00
02444	Monziona, Joseph	NY	Bkcy	PARALEGAL	11.20	4,256.00	01/03/20	01/28/20	11.20	4,256.00
54722	Kellner, Jennifer	NY	Corp	PARALEGAL	7.80	2,574.00	01/09/20	01/31/20	7.80	2,574.00
54217	Wilbur, Alan D.	DC	EDP	PARALGL	2.90	1,044.00	01/06/20	01/31/20	2.90	1,044.00
Total:					35.80	18,216.50			36.20	18,624.50

Sub-Total Hours : 0.00 Partners; 0.00 Counsels; 14.30 Assocs; 19.00 Paralgl; 2.90 Others

U N B I L L E D D I S B U R S E M E N T S		Input since 01/01/2020		----- Total Unbilled -----		
Code	Disbursement Name	Amount		Oldest Entry	Latest Entry	Amount
Information Retrieval Services						
1422	General Info Databases	658.34		01/09/20	01/31/20	658.34
	Total Information Retrieval Services					658.34
Duplicating Expenses						
1801	Reproduction Exp	285.00		01/10/20	01/28/20	285.00
	Total Duplicating Expenses					285.00
Local Transportation Expenses						
1082	Taxi Services	587.76		10/03/19	10/03/19	587.76
	Total Local Transportation Expenses					587.76
Total		1,531.10				1,531.10

Run Date & Time: 02/24/20 11:14:16

Worked thru: 01/31/20

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Resp Prtnrs: PMB SMB LRC

Proforma: 7494322

(00309)

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UNBILLED TIME SUMMARY

Employee Name	Off	Dp	Position	Oldest Entry	Latest Entry	Hours
Silberstein-Loeb, Jo	NY	Lit	ASSOCIATE	01/30/20	01/30/20	2.10
Giller, David	NY	Lit	ASSOCIATE	01/30/20	01/30/20	0.40
Walsh, Patricia A.	NY	Bkcy	ASSOCIATE	01/03/20	01/30/20	7.10
Lii, Teresa	NY	Bkcy	ASSOCIATE	01/03/20	01/28/20	4.70
NON-LEGAL SUPPORT				01/03/20	01/31/20	21.90
Total:						36.20

UNBILLED TIME DETAIL

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Walsh, Patricia A.	Bkcy	ASSOCIATE	01/03/20	Office conference with T. Lii re: hearings (.2); correspond with same re same (.1); confirming upcoming hearings (.5)	0.80	701
Lii, Teresa	Bkcy	ASSOCIATE	01/03/20	Office conference with P. Walsh re upcoming hearings (.2); correspond with same re same (.1).	0.30	701
Monzione, Joseph	Bkcy	PARALEGAL	01/03/20	Creation of order to allow admission of electronic devices inside courthouse for hearing on 01/28/20 (0.4); making arrangements for telephonic court hearing with CourtCall regarding hearing scheduled for 01/28/20 (0.5); email exchanges with Ms. Walsh regarding procedures concerning hearings (0.3); and review of Judge Drain's docket regarding upcoming hearings and distribution of information to Ms. Walsh (0.3).	1.50	701
			01/06/20	Review of court docket (.3) preparation / distribution of memo listing future hearing dates and relevant pdf files containing court papers requested by Ms. Walsh (.5)	0.80	701
Kellner, Jennifer	Corp	PARALEGAL	01/09/20	Pulled scheduling notice per P. Walsh	0.20	701
Monzione, Joseph	Bkcy	PARALEGAL	01/16/20	Making arrangements with Judge Drain's chambers for "live lines" requested by Mr. Britton and Ms. Lii regarding 01/28/20 hearing (0.6); preparation of order allowing the admission of electronic devices inside the courthouse for 01/28/20 hearing (0.5); and preparation of documentation needed to arrange telephonic hearing (Judge Drain's docket, emails prepared by Ms. Lii and Ms. Walsh (0.4).	1.50	701
Lii, Teresa	Bkcy	ASSOCIATE	01/21/20	Correspond with PW team re preparations for third interim fee hearing.	0.20	701

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Monzione, Joseph	Bkcy	PARALEGAL	01/21/20	Making arrangements for telephonic court hearing on 01/28/20 with CourtCall (1.0); preparation of electronic device order (0.5); and the preparation and the distribution of requests to Judge Drain's chambers requesting permission for live-lines (0.5); and email exchanges with Ms. Lii and Ms. Walsh regarding attendance at hearing and participation method (0.5).	2.50	701
			01/22/20	Making arrangements for live-line regarding participation by Mr. Stogsdill (0.8); and preparation and distribution of order to Judge Drain's chambers order allowing electronic devices inside courthouse on 01/28/20 (0.7).	1.50	701
			01/23/20	Revisions and resubmission to Judge Drain's chambers order allowing admission of electronic devices inside courthouse for hearing on 01/28/20 (including email exchanges and telephone calls to Ms. Li of Judge Drain's chambers).	1.50	701
			01/24/20	Distribution of order allowing the admission of electronic devices inside courthouse to hearing attendees (P. Basta, K. Cornish, R. Britton, T. Lii, and P. Walsh).	0.20	701
			01/27/20	Distribution of order allowing the admission of electronic devices inside the courthouse.	0.20	701
			01/28/20	Final arrangements for telephonic hearing and monitoring the hearing to ensure connectivity.	1.50	701
			Total		12.70	

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Wilbur, Alan D.	EDP	PARALGL	01/22/20	Correspond with vendor regarding data to transfer to successor counsel (0.7).	0.70	703
			01/25/20	Investigate produced materials (.3) and advise PW Working Group re same (0.2).	0.50	703
			01/29/20	Review received data in Investigations workspace (.2) advise PW Working Group re: same (0.2).	0.40	703
Silberstein-Loeb, Jon Lit		ASSOCIATE	01/30/20	Telephone conference w. N. Prunetti (Weil) re UCC subpoena	0.50	703
			01/30/20	Responding to requests from Akin (UCC) regarding documents from investigation	1.60	703
Giller, David	Lit	ASSOCIATE	01/30/20	Correspond w/ Weil re discovery (.2); correspond w/ PW team and Akin re: documents from investigation (.2)	0.40	703
Wilbur, Alan D.	EDP	PARALGL	01/30/20	Review received data in Investigations workspace and advise PW Working Group (0.2); work with vendor to revise coding in database to reflect exports (0.3); Advise PW Working Group regarding production questions from successor counsel (0.3).	0.70	703
			01/31/20	Advise PW Working Group regarding production questions from successor counsel (0.4)	0.40	703
Total					5.20	

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Wilbur, Alan D.	EDP	PARALGL	01/06/20	Track vendor invoices for payment with team (0.2)	0.20	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	01/07/20	Correspond with Weil Gotshal re: payment of invoice (.2) correspond with PW team re: weekly estimate (.2) gathering information for December monthly billing (.1)	0.50	705
			01/13/20	Preparing monthly fee statement	1.70	705
Kellner, Jennifer	Corp	PARALEGAL	01/13/20	Updated monthly fee statement per P. Walsh	2.20	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	01/14/20	Revising monthly fee statement	0.30	705
Lii, Teresa	Bkcy	ASSOCIATE	01/14/20	Review December monthly fee application.	0.30	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	01/17/20	Revising monthly fee statement	0.80	705
			01/21/20	Email correspondence with YCST, A&M and PW teams about fee application hearing (.7) reviewing Sears docket for objections to fee apps (.3) compiling weekly estimate (.1)	1.10	705
			01/27/20	Emails with PW team re: December fee statement and hearing	0.90	705
Kellner, Jennifer	Corp	PARALEGAL	01/27/20	Updated monthly fee statement excel sheet per P. Walsh	2.00	705
			01/27/20	Prepared third interim fee application binder per P. Walsh	0.80	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	01/28/20	Summarizing fee application request for Weil (.6) correspondence with T. Lii re monthly fee statement (.1) preparing weekly estimate (.2)	0.90	705
Lii, Teresa	Bkcy	ASSOCIATE	01/28/20	Review fee order (.2); correspond with P. Walsh re same (.1).	0.30	705
Kellner, Jennifer	Corp	PARALEGAL	01/28/20	Review/preparation of December excel showing detailed information on time and expenses as required by court appointed fee examiner	1.50	705
			01/28/20	Correspondence re monthly fee statement (0.2); review of monthly fee statement(0.2); filing of monthly fee statement per P. Walsh (0.2)	0.60	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	01/30/20	Uploading fee examiner excel	0.10	705
Kellner, Jennifer	Corp	PARALEGAL	01/31/20	Filed monthly fee statement	0.50	705
Total					14.70	

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Lii, Teresa	Bkcy	ASSOCIATE	01/28/20	Travel to and from fee application hearing.	2.30	712
Total					2.30	

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Lii, Teresa	Bkcy	ASSOCIATE	01/28/20	Attend hearing re interim fee applications.	1.00	713

Total 1.00

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Lii, Teresa	Bkcy	ASSOCIATE	01/22/20	Correspond with Weil re creditor inquiry (.1);	0.20	715
				review same (.1).		
			01/28/20	Review creditor inquiry.	0.10	715
				Total	0.30	
				Matter Total	36.20	

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